

WASHINGTON D.C.  
1000 FEDERAL BAY BUILDING

ARENT, FOX, KINTNER, PLOTKIN & KAHN

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*Clinton L. Dubes*  
SECRETARY OF STATE

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
MACKE VENDING COMPANY

Macke Vending Company, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on October 15, 1934 and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on October 15, 1934, and of which the most recent Amendment thereto was filed and recorded in such offices on March 7, 1961, does hereby certify:

ITEM ONE: That at a meeting of the Board of Directors of Macke Vending Company, duly held and convened on December 5, 1961, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of Macke Vending Company as follows:

RESOLVED: That the Certificate of Incorporation of Macke Vending Company (as heretofore amended) shall be further amended by striking out the following language of Article FOURTH:

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"... The amount of the total authorized Common Stock of the Corporation shall be One Million Five Hundred Thousand Dollars (\$1,500,000), divided into One Million Five Hundred Thousand (1,500,000) shares, par value One Dollar (\$1.00) per share. Of such shares of Common Stock

(A) One Million (1,000,000) shares shall be Class A Shares;..."

"Of the One Million (1,000,000) Class A Shares presently authorized, Five Hundred Thousand (500,000) Class A Shares shall be reserved for issuance in exchange for Unrestricted B Shares."

and inserting in lieu thereof in the said Article FOURTH the following language:

"... The amount of the total authorized Common Stock of the Corporation shall be Two Million Dollars (\$2,000,000), divided into Two Million (2,000,000) shares, par value One Dollar (\$1.00) per share. Of such shares of Common Stock

(A) One Million Five Hundred Thousand (1,500,000) shares shall be Class A Shares;..."

"Of the One Million Five Hundred Thousand (1,500,000) Class A Shares presently authorized, Five Hundred Thousand (500,000) Class A Shares shall be reserved for issuance in exchange for Unrestricted B Shares."

ITEM TWO: That at the aforesaid meeting of the Board of Directors of Macke Vending Company, duly held and convened on December 5, 1961, a resolution was duly adopted calling for the annual meeting of the stockholders of Macke Vending Company; that such annual meeting was duly called and held in accordance with law and the By-Laws of Macke Vending Company, at the National Bank of Washington, 14th and G Streets, N. W., Washington, D. C., on the 20th day of February, 1962, at

11:00 a.m.; that each shareholder was timely mailed a notice of such stockholders' meeting, to which notice was attached a copy of the proposed amendments to the Certificate of Incorporation as adopted by the Board of Directors at its meeting of December 5, 1961; that at such annual meeting stockholders of Macke Vending Company holding 759,306 shares of the Corporation's Common Stock, of which 809,924 shares were issued and outstanding, were present in person or by proxy; that at such special meeting a vote of the stockholders, by ballot, in person or by proxy, was duly taken for and against the foregoing proposed amendment of the Certificate of Incorporation of Macke Vending Company; that such vote was duly conducted by Robert B. Hirsch and Meyer Gelfand, the two judges appointed for that purpose; that the judges have certified the vote of the stockholders entitled to vote on such amendments as follows: For such amendment 750,458 shares; Against such amendment 8,316 shares; and that the proposed amendment was duly adopted in accordance with the provisions of Section 242 of the general corporation law of Delaware, as amended.

ITEM THIRD: That the capital of Macke Vending Company will not be reduced under or by reason of the aforesaid amendment of its Certificate of Incorporation.

IN WITNESS WHEREOF, Macke Vending Company has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by Aaron Goldman, its President, and Balfour Goldman, its Secretary, this 2nd day of March, 1962.

MACKE VENDING COMPANY

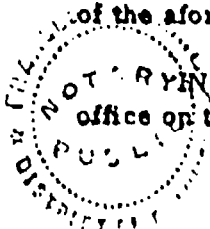
By Aaron Goldman  
Aaron Goldman, President

By Balfour Goldman  
Balfour Goldman, Secretary



District of Columbia )  
City of Washington ) ss.

BE IT REMEMBERED that on this 2nd day of March, 1962 before me, Frances B. Crown, a Notary Public in and for the District aforesaid, personally appeared Aaron Goldman, President of Macke Vending Company, a Delaware corporation, and the corporation which executed and is described in the foregoing Certificate of Amendment, and Balfour Goldman, Secretary thereof; and Aaron Goldman and Balfour Goldman, known to me personally to be such President and Secretary, duly executed such Certificate of Amendment before me and acknowledged that they executed such Certificate of Amendment as their free act and deed and the free act and deed of the aforesaid corporation for the uses and purposes therein expressed; that the seal affixed to the aforesaid Certificate of Amendment is the corporate seal of the aforesaid corporation; and that their act of sealing, executing, acknowledging and delivering the aforesaid Certificate of Amendment was duly authorized by the Board of Directors and stockholders of the aforesaid corporation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal of office on the day and year aforesaid.

Frances B. Crown  
Frances B. Crown, Notary Public  
My commission expires Feb. 28, 1965

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**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
THE G. B. MACKE CORPORATION**

The G. B. Macke Corporation, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on October 15, 1934 and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on October 15, 1934, does hereby certify:

**ITEM ONE:** That at a meeting of the Board of Directors of The G. B. Macke Corporation, duly held and convened on December 2, 1959, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of The G. B. Macke Corporation as follows:

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Whereas, Article Fourth of the Certificate of Incorporation of The G. B. Macke Corporation, a Delaware corporation, as heretofore amended presently reads as follows:

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Two Thousand Five Hundred (2,500); all of such shares shall be without par value.

Whereas, the Board of Directors deems it advisable that Article Fourth shall be amended;

Now, Therefore, it is hereby

RESOLVED: That the Certificate of Incorporation of The G. B. Macke Corporation as heretofore amended shall be further amended by striking out the aforesaid Article Fourth and by inserting in lieu thereof the following:

"FOURTH: The Corporation shall be authorized to issue two (2) classes of capital stock. Both of such classes shall be Common

Stock. The amount of the total authorized Common Stock of the Corporation shall be Seven Hundred Fifty Thousand Dollars (\$750,000), divided into Seven Hundred Fifty Thousand (750,000) shares, par value One Dollar (\$1.00) per share. Of such 750,000 shares of Common Stock

(A) Two Hundred Fifty Thousand (250,000) shares shall be Class A shares; and

(B) Five Hundred Thousand (500,000) shares shall be Class B shares. Of such 500,000 Class B Shares

- (1) 50,000 shares shall be Series B-1 shares;
- (2) 50,000 shares shall be Series B-2 shares;
- (3) 50,000 shares shall be Series B-3 shares;
- (4) 50,000 shares shall be Series B-4 shares;
- (5) 50,000 shares shall be Series B-5 shares;
- (6) 50,000 shares shall be Series B-6 shares;
- (7) 50,000 shares shall be Series B-7 shares;
- (8) 50,000 shares shall be Series B-8 shares;
- (9) 50,000 shares shall be Series B-9 shares; and
- (10) 50,000 shares shall be Series B-10 shares.

Class A shares and Class B shares shall be alike and equal in all respects except that Class B shares shall be subject, for varying periods of time, to certain restrictions and limitations on dividends and sale. The restrictions and limitations to which Class B shares shall be subject are as follows:



(1) Restrictions and Limitations on Dividends. Cash

dividends shall not be declared in any calendar year on Class B shares unless and until cash dividends in the amount of Thirty-Five Cents (\$0.35) per share have been declared in such year on Class A shares; provided, however, that such dividend rights of Class A shares shall not be cumulative. After cash dividends in the amount of Thirty-Five Cents (\$0.35) per share have been declared in any calendar year on Class A shares, any additional cash dividends declared in such year shall be declared equally on all shares regardless of class.

(2) Restrictions and Limitations on Sale. No sale of

any Class B shares shall be made unless and until the owner thereof, hereinafter called the offeror-stockholder, shall first offer to sell such shares, hereinafter called the offered shares, to the Corporation. Such offer shall be in writing and shall provide for the sale of the offered shares at a price equal to the higher of (i) the book value of the offered shares as of the last day of the month preceding the month in which the written offer is made, or (ii) sixty (60%) percent of the fair market value of an equivalent number of Class A shares as of the day preceding the day on which the written offer is made. The aforesaid book value shall be determined by the independent accountants then serving the Corporation in accordance with generally

accepted accounting principles. The aforesaid fair market value of Class A shares shall be the weighted average of the quoted prices of the bona fide sales thereof on the day, hereinafter called the valuation date, preceding the day on which the written offer is made. If there are no bona fide sales on the valuation date but there are bona fide sales within a period of ten (10) days both before and after the valuation date, the aforesaid fair market value shall be the weighted average of the quoted prices of such sales on the nearest date before and the nearest date after the valuation date. If there are no bona fide sales on dates within such period of ten (10) days both before and after the valuation date, the aforesaid fair market value shall be the mean between the bona fide bid and asked prices on the valuation date, or, if none, shall be the average of the means between the bona fide bid and asked prices on the nearest trading date before and the nearest trading date after the valuation date. Bona fide sales within the meaning of this paragraph shall not include sales made with an intention to affect the market price of Class A shares so as in turn to affect the price of the offered shares. The Corporation shall have a period of fifteen (15) days after the receipt of the written offer in which to accept it. If the Corporation

does accept such offer, the closing of the sale shall be completed within forty-five (45) days after such acceptance. At the closing the entire purchase price shall be paid in cash. If the Corporation shall reject or fail to accept the written offer within such period of fifteen (15) days, the offeror-stockholder shall be free to sell the offered shares to any person, firm, association or corporation on such terms as he may choose; provided, however, that such sale shall be made within thirty (30) days from the date on which the aforesaid period of fifteen (15) days expires. In the event the offeror-stockholder so sells the offered shares, such shares shall henceforth be free from the restrictions and limitations on sale set forth in this paragraph. Notwithstanding the foregoing provisions of this paragraph, Class B shares may be pledged or hypothecated to any bona fide lender as security for a loan by such lender to the owner of such shares, but no sale of such shares shall be made by or on behalf of such lender unless and until such lender first offers to sell such shares to the Corporation in accordance with the above-stated provisions of this paragraph.

Class B shares shall be subject to the aforesaid restrictions and limitations on dividends and sale only until the

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date set forth in the following table opposite the designation of the particular series of which the shares are a part. On such date the aforesaid restrictions and limitations on dividends and sale shall wholly terminate and cease to operate with respect to the shares of such particular series, and thereafter the shares of such particular series shall be alike and equal in all respect to Class A shares.

<u>Class B Shares</u>	<u>Date on Which Restrictions and Limitations Shall Terminate</u>
Series B-1	December 31, 1960
Series B-2	December 31, 1961
Series B-3	December 31, 1962
Series B-4	December 31, 1963
Series B-5	December 31, 1964
Series B-6	December 31, 1965
Series B-7	December 31, 1966
Series B-8	December 31, 1967
Series B-9	December 31, 1968
Series B-10	December 31, 1969

Notwithstanding the foregoing, if any person to whom shares of Series B-8, Series B-9 or Series B-10 are originally issued still owns such Series B-8, Series B-9 or Series B-10 shares at the time of his death, then on such date of death the aforesaid restrictions and limitations on dividends and sale shall wholly terminate and cease to operate with respect to such Series B-8, Series B-9 and Series B-10 shares so owned by such person at the time of his death, and

thereafter such Series B-8, Series B-9 and Series B-10 shares shall be alike and equal in all respects to Class A shares.

The stockholders of the Corporation are expressly denied the preemptive right to subscribe to any or all additional issues of stock of the Corporation of any or all classes or series thereof."

FURTHER RESOLVED: That, pursuant to and as part of the foregoing amendment of the Certificate of Incorporation of The G. B. Macke Corporation, each share of the presently authorized and issued Two Thousand Five Hundred (2,500) shares (without par value) of the capital stock of the Corporation shall, as soon as such amendment becomes effective and without the necessity of any exchange of stock certificates, automatically be changed and reclassified into One Hundred Eighty (180) Class B shares, of which

18 shares shall be Series B-1;  
18 shares shall be Series B-2;  
18 shares shall be Series B-3;  
18 shares shall be Series B-4;  
18 shares shall be Series B-5;  
18 shares shall be Series B-6;  
18 shares shall be Series B-7;  
18 shares shall be Series B-8;  
18 shares shall be Series B-9; and  
18 shares shall be Series B-10;

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and that although such change and reclassification shall occur without the necessity of any exchange of stock certificates, nevertheless appropriate stock certificates reflecting such change and reclassification shall be issued in exchange for the presently outstanding stock certificates as soon as possible.

ITEM TWO: That at the aforesaid meeting of the Board of Directors of The G. B. Macke Corporation, duly held and convened on December 2, 1959, a resolution was duly adopted calling for a special meeting of the stockholders of The G. B. Macke Corporation; that such special meeting was duly called and held, in accordance with law and the By-Laws of The G. B. Macke Corporation, at its offices in the City of Washington, District of Columbia, on the 19th day of December 1959 at 10:00 a.m.; that at such special meeting all of the stockholders of The G. B. Macke Corporation were present in person or by proxy; that at such special meeting a vote of the stockholders, by ballot, in person or by proxy, was duly taken for and against the foregoing proposed amendment of the Certificate of Incorporation of The G. B. Macke Corporation; that such vote was duly conducted by Aaron Goldman and Balfour Goldman, the two judges appointed for that purpose by such special meeting; that the persons holding all of the Two Thousand Five Hundred (2,500) shares of capital stock of The G. B. Macke Corporation issued and outstanding and entitled to vote on such amendment did vote for such amendment, and thus

that Two Thousand Five Hundred (2,500) shares were voted for such amendment and no shares were voted against such amendment, as appears by the Certificate of the aforesaid two judges; and that such amendment of the Certificate of Incorporation of The G. B. Macke Corporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware as amended.

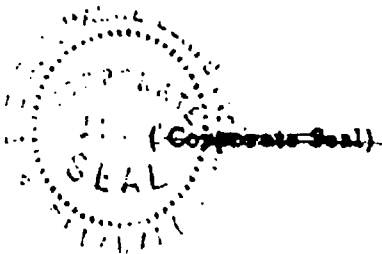
ITEM THREE: That the capital of The G. B. Macke Corporation will not be reduced under or by reason of the aforesaid amendment of its Certificate of Incorporation.

IN WITNESS WHEREOF, The G. B. Macke Corporation has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by Aaron Goldman, its President, and Balfour Goldman, its Secretary, this 19th day of December 1959.

THE G. B. MACKE CORPORATION

By Aaron Goldman  
Aaron Goldman, President

By Balfour Goldman  
Balfour Goldman, Secretary



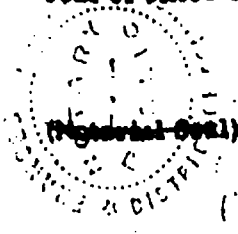
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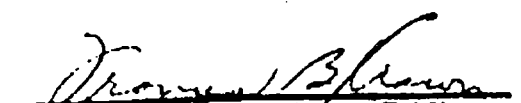


District of Columbia )  
(  
City of Washington ) ss:

BE IT REMEMBERED that on this 19th day of December 1959 before me, Frances B. Crown, a Notary Public in and for the District aforesaid, personally appeared Aaron Goldman, President of The G. B. Macks Corporation, a Delaware corporation, and the corporation which executed and is described in the foregoing Certificate of Amendment, and Balfour Goldman, Secretary thereof; and Aaron Goldman and Balfour Goldman, known to me personally to be such President and Secretary, duly executed such Certificate of Amendment before me and acknowledged that they executed such Certificate of Amendment as their free act and deed and the free act and deed of the aforesaid corporation for the uses and purposes therein expressed; that the seal affixed to the aforesaid Certificate of Amendment is the corporate seal of the aforesaid corporation; and that their act of sealing, executing, acknowledging and delivering the aforesaid Certificate of Amendment was duly authorized by the Board of Directors and stockholders of the aforesaid corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office on the day and year aforesaid.



  
Frances B. Crown, Notary Public  
My commission expires Feb. 29, 1960  
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BERGE, FOX & ARENT

MINING BUILDING

WASHINGTON D.C.

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RECEIVED & FILED

MAR 7 1961

*Charles L. Dubois*

SECRETARY OF STATE

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**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
THE G. B. MACKE CORPORATION**

The G. B. Macke Corporation, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on October 15, 1934 and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on October 15, 1934, does hereby certify:

ITEM ONE: That at a meeting of the Board of Directors of The G. B. Macke Corporation, duly held and convened on December 5, 1960, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of The G. B. Macke Corporation as follows:

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**RESOLVED:** That in the judgment of the Board of Directors of The G. B. Macke Corporation, it is deemed advisable to amend the Certificate of Incorporation so as to change the name of the Corporation from The G. B. Macke Corporation, its present name, to **MACKE VENDING COMPANY**, and to that end Article I be changed to read as follows:

The name of the corporation shall be

**MACKE VENDING COMPANY.**

**ITEM TWO:** That at a meeting of the Board of Directors of The G. B. Macke Corporation, duly held and convened on January 9, 1961, a resolution was duly adopted setting forth proposed amendments to the Certificate of Incorporation of The G. B. Macke Corporation as follows:

**RESOLVED:** That the Certificate of Incorporation of The G. B. Macke Corporation (as heretofore amended) shall be further amended by striking out Articles Fourth and Twelfth and by inserting in lieu thereof the following Articles Fourth and Twelfth:

**FOURTH:** The Corporation shall be authorized to issue two (2) classes of capital stock. Both of such classes shall be Common Stock. The amount of the total authorized Common Stock of the Corporation shall be One Million Five Hundred Thousand Dollars (\$1,500,000), divided into One Million Five Hundred Thousand (1,500,000) shares, par value One Dollar (\$1.00) per share. Of such 1,500,000 shares of Common Stock

(A) One Million (1,000,000) shares shall be Class A shares; and

(B) Five Hundred Thousand (500,000) shares shall be Class B shares.

Of such 500,000 Class B shares

- (1) 50,000 shares shall be Series B-1 shares;
- (2) 50,000 shares shall be Series B-2 shares;
- (3) 50,000 shares shall be Series B-3 shares;
- (4) 50,000 shares shall be Series B-4 shares;
- (5) 50,000 shares shall be Series B-5 shares;
- (6) 50,000 shares shall be Series B-6 shares;
- (7) 50,000 shares shall be Series B-7 shares;
- (8) 50,000 shares shall be Series B-8 shares;
- (9) 50,000 shares shall be Series B-9 shares; and
- (10) 50,000 shares shall be Series B-10 shares.

Class A shares and Class B shares shall be alike and equal in all respects except that Class B shares shall be subject, for varying periods of time, to certain restrictions and limitations on dividends and sale. The restrictions and limitations to which Class B shares shall be subject are as follows:

(1) Restrictions and Limitations on Dividends. Cash dividends shall not be declared in any calendar year on Class B shares unless and until cash dividends in the amount of Thirty-Five Cents (\$0.35) per share have been declared in such year on Class A shares; provided, however, that such dividend rights of Class A shares shall not be cumulative. After cash dividends in the amount of Thirty-Five Cents (\$0.35) per share have been declared in any calendar year on Class A shares, any additional cash dividends declared in such year shall be declared equally on all shares regardless of class.

(2) Restrictions and Limitations on Sale. No sale of any Class B shares shall be made unless and until the owner thereof, hereinafter called the offeror-stockholder, shall first offer to sell such shares, hereinafter called the offered shares, to the Corporation. Such offer shall be in writing and shall provide for the sale of the offered shares at a price equal to the higher of (i) the book value of the offered shares as of the last day of the month preceding the month in which the written offer is made, or (ii) sixty percent (60%) of the fair market value of an equivalent number of Class A shares as of the day preceding the day on which the written offer is made. The aforesaid book value shall be determined by the independent accountants then serving the Corporation in accordance with generally accepted accounting principles. The aforesaid fair market value of Class A shares shall be the weighted average of the quoted prices of the bona fide sales thereof on the day, hereinafter called the valuation date, preceding the day on which the written offer is made. If there are no bona fide sales on the valuation date but there are bona fide sales within a period of ten (10) days both before and after the valuation date, the aforesaid fair market value shall be the weighted average of the quoted prices of such sales on the nearest date before and the nearest date after the valuation date. If there are no bona fide sales on dates within such period of ten (10) days both before and after the valuation date, the aforesaid fair market value shall be the mean between the bona fide bid and asked prices on the valuation date, or if none, shall

be the average of the means between the bona fide bid and asked prices on the nearest trading date before and the nearest trading date after the valuation date. Bona fide sales within the meaning of this paragraph shall not include sales made with an intention to affect the market price of Class A shares so as in turn to affect the price of the offered shares. The Corporation shall have a period of fifteen (15) days after the receipt of the written offer in which to accept it. If the Corporation does accept such offer, the closing of the sale shall be completed within forty-five (45) days after such acceptance. At the closing the entire purchase price shall be paid in cash. If the Corporation shall reject or fail to accept the written offer within such period of fifteen (15) days, the offeror-stockholder shall be free to sell the offered shares to any person, firm, association or corporation on such terms as he may choose; provided, however, that such sale shall be made within thirty (30) days from the date on which the aforesaid period of fifteen (15) days expires. In the event the offeror-stockholder so sells the offered shares, such shares shall henceforth be free from the restrictions and limitations on sale set forth in this paragraph. Notwithstanding the foregoing provisions of this paragraph, Class B shares may be pledged or hypothecated to any bona fide lender as security for a loan by such lender to the owner of such shares, but no sale of such shares shall be made by or on behalf of such lender unless and until such lender first offers to sell such shares to the Corporation in accordance with the abovestated provisions of this paragraph.

Class B shares shall be subject to the aforesaid restrictions and limitations on dividends and sale only until the date set forth in the following table opposite the designation of the particular series of which the shares are a part. On such date the aforesaid restrictions and limitations on dividends and sale shall wholly terminate and cease to operate with respect to the shares of such particular series, and thereafter the shares of such particular series shall be alike and equal in all respects to Class A shares.

<u>Class B Shares</u>	<u>Date on Which Restrictions and Limitations Shall Terminate</u>
Series B-1	December 31, 1960
Series B-2	December 31, 1961
Series B-3	December 31, 1962
Series B-4	December 31, 1963
Series B-5	December 31, 1964
Series B-6	December 31, 1965
Series B-7	December 31, 1966
Series B-8	December 31, 1967
Series B-9	December 31, 1968
Series B-10	December 31, 1969

Notwithstanding the foregoing, if any person to whom shares of Series B-8, Series B-9 or Series B-10 are originally issued still owns such Series B-8, Series B-9 or Series B-10 shares at the time of his death, then on such date of death the aforesaid restrictions and limitations on dividends and sale shall wholly terminate and cease to operate with respect to such Series B-8, Series B-9 and Series B-10 shares so owned by such person at the time of his death, and thereafter such Series B-8, Series B-9 and Series B-10 shares shall be alike and equal in all respects to Class A shares.



On and after the date when the aforesaid restrictions and limitations on dividends and sale shall have wholly terminated and ceased to operate with respect to the shares (hereinafter referred to as Unrestricted Class B Shares) of any particular series of Class B shares, so that such Unrestricted Class B Shares shall have become alike and equal in all respects to Class A shares, the holders of such Unrestricted Class B Shares shall have the right to exchange their Unrestricted Class B Shares for Class A shares on a share-for-share basis. Any holder desiring to avail himself of the right to exchange his Unrestricted Class B Shares for Class A shares shall deliver and surrender the certificate or certificates representing such Unrestricted Class B Shares, duly endorsed in blank, to the Secretary of the Corporation, at its office; and at the same time such holder shall notify the Secretary in writing over his signature that he desires to exchange his Unrestricted Class B Shares for Class A shares pursuant to these provisions. Upon receipt by the Secretary of such certificate or certificates and such notification, the corporation shall forthwith issue to such holder delivering and surrendering such certificate or certificates one Class A share for each Unrestricted Class B Share thus being exchanged, and shall deliver to such holder a certificate in due form representing such Class A shares.

Unrestricted Class B Shares which have been surrendered and exchanged pursuant to these provisions shall revert to the status of unissued Class B shares and shall not be reissued.

Of the One Million (1,000,000) Class A shares presently authorized, Five Hundred Thousand (500,000) Class A shares shall be reserved for issuance in exchange for Unrestricted Class B Shares.

The stockholders of the Corporation are expressly denied the preemptive right to subscribe to any or all additional issues of stock of the Corporation of any or all classes or series thereof.

TWELFTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to such reservation; provided, the amount of authorized stock of any class may be increased or decreased by the affirmative vote of the holders of the majority of the Common Stock of the Corporation entitled to vote.

ITEM THREE: That at the aforesaid meeting of the Board of Directors of The G. B. Macke Corporation, duly held and convened on December 5, 1960, a resolution was duly adopted calling for the annual meeting of the stockholders of The G. B. Macke Corporation; that such annual meeting

was duly called and held in accordance with law and the By-Laws of The G. B. Macke Corporation; at the Potomac Electric Power Company auditorium, 10th and E Streets, N. W., Washington, D. C., on the 21st day of February 1961, at 3:00 p.m.; that each shareholder was timely mailed a notice of such stockholders' meeting, to which notice was attached a copy of the proposed amendments to the Certificate of Incorporation as adopted by the Board of Directors at its meetings of December 5, 1960 and January 9, 1961; that at such annual meeting stockholders of The G. B. Macke Corporation holding 109,838 shares of the Corporation's Class A Common Stock, of which 147,400 shares were issued and outstanding, were present in person or by proxy and persons holding 482,660 shares of the Corporation's Class B Common Stock, of which 482,600 shares were issued and outstanding, were present in person or by proxy; that at such special meeting a vote of the stockholders, by ballot, in person or by proxy, was duly taken for and against each of the foregoing proposed amendments of the Certificate of Incorporation of The G. B. Macke Corporation; that such vote was duly conducted by Robert B. Hirsch and Balfour Goldman, the two judges appointed for that purpose; that the judges have certified the vote of the stockholders entitled to vote on such amendments as follows:

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- A. The proposed amendment to Article First of the Certificate of Incorporation changing the name of the Company to **MACKE VENDING COMPANY.**

108,178 Class A shares for the proposed amendment.

173 Class A shares against the proposed amendment.

482,660 Class B shares for the proposed amendment.

No Class B shares against the proposed amendment.

- B. The proposed amendment to Article Fourth of the Certificate of Incorporation increasing the amount of authorized Class A Common Stock from 250,000 shares to 1,000,000 shares.

105,705 Class A shares for the proposed amendment.

2,396 Class A shares against the proposed amendment.

482,660 Class B shares for the proposed amendment.

No Class B shares against the proposed amendment.

- C. The proposed amendment to Article Fourth of the Certificate of Incorporation giving the holders of unrestricted Class B Common shares, which shall have become alike and equal in all respects to Class A Common shares, the right to exchange such unrestricted Class B Common shares for Class A Common shares on a share-for-share basis.

105,316 Class A shares for the proposed amendment.

2,785 Class A shares against the proposed amendment.

482,660 Class B shares for the proposed amendment.

No Class B shares against the proposed amendment.

D. The proposed amendment to Article Twelfth of the Certificate of Incorporation to provide that the Certificate of Incorporation may be amended to increase or decrease the amount of authorized Class A Common shares or Class B Common shares by the affirmative vote of the holders of a majority of all the common stock of the Company entitled to vote.

105,359 Class A shares for the proposed amendment.

2,742 Class A shares against the proposed amendment.

482,660 Class B shares for the proposed amendment.

No Class B shares against the proposed amendment;

and that such amendment of the Certificate of Incorporation of The G. B. Macke Corporation was duly adopted in accordance with the provisions of Section 242 of the general corporation law of Delaware as amended.

ITEM IV: That the capital of The G. B. Macke Corporation will not be reduced under or by reason of the aforesaid amendment of its Certificate of Incorporation.

IN WITNESS WHEREOF, The G. B. Macke Corporation has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by Aaron Goldman, its President, and Balfour Goldman, its Secretary, this 2nd day of March 1961.



THE G. B. MACKE CORPORATION

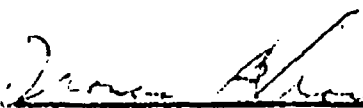
By Aaron Goldman  
Aaron Goldman, President

By Balfour Goldman  
Balfour Goldman, Secretary

District of Columbia )  
 )  
City of Washington ) ss:

BE IT REMEMBERED that on this 2nd day of March 1961 before me,  
Frances B. Crown, a Notary Public in and for the District aforesaid,  
personally appeared Aaron Goldman, President of The G. B. Macke Corpora-  
tion, a Delaware corporation, and the corporation which executed and is  
described in the foregoing Certificate of Amendment, and Balfour Goldman,  
Secretary thereof; and Aaron Goldman and Balfour Goldman, known to me  
personally to be such President and Secretary, duly executed such Certificate  
of Amendment before me and acknowledged that they executed such Certificate  
of Amendment as their free act and deed and the free act and deed of the  
aforesaid corporation for the uses and purposes therein expressed; that the  
seal affixed to the aforesaid Certificate of Amendment is the corporate seal  
of the aforesaid corporation; and that their act of sealing, executing,  
acknowledging and delivering the aforesaid Certificate of Amendment was  
duly authorized by the Board of Directors and stockholders of the aforesaid  
corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office  
on the day and year aforesaid.

  
\_\_\_\_\_  
Frances B. Crown, Notary Public  
My commission expires Feb. 28, 1965